

GUBERMAN, BENSON & CALISE, LLC

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Barry Guberman * o o
Stacy I. Benson *
Albert A. Calise * o
Natalie Jacoby Stern * o +

*NJ Bar *NY Bar
o U.S. Supreme Court, U.S. Tax Court & LLM Taxation
+ Of Counsel

Paralegals
Alicia Botticelli
Beryl Cusic

December 17, 2018

Via Regular Mail
Weil, Gotshal & Manges LLP AND
767 Fifth Avenue
New York, NY 10153
Attn: Jessica Liou, Esq. ✓

Via Regular Mail
Weil, Gotshal & Manges LLP
700 Louisiana, Suite 1700
Houston, TX 77002
Attn: Catherine Diktaban

Dear, Ms. Liou and Ms. Diktaban:

Kindly see the original Affidavit and Disclosure Statement of Albert A. Calise on behalf of Guberman, Benson & Calise, LLC and the Retention Questionnaire. Copies of same are being emailed to your respective email addresses as well.

Please be guided accordingly.

Very truly yours,


ALBERT A. CALISE

AC/ac
Encl.

Middlesex County Office: 141 Union Avenue, Suite 3, Middlesex, NJ 08846 Telephone: (732) 748-1008 Fax: (732) 748-1001
New York Office: 86 Court Street, 2nd Floor, Brooklyn, NY 11201 (By Appointment Only)

∞ Please Direct All Correspondence to Lincroft, New Jersey Address ∞

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
	: Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the "**Debtors**").

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

_____ Guberman, Benson & Calise, LLC _654 Newman Springs Road, Suite F,
Lincroft, New Jersey 07738_____

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Date of retention: __Guberman, Benson & Calise, LLC was initially retained January 1, 2013 to provide legal services to debtors for various matters as referenced in Question #4.

3. Type of services to be provided:

____Legal Services_____

4. Brief description of services to be provided:

____defense of Debtors in actions pending in the Courts and Administrative Agencies located in New Jersey and New York related to regulatory matters, including, but not limited to fire code, building code, consumer affairs, licensing, and other code/ordinances violations issues to the Debtors_____

5. Arrangements for compensation (hourly, contingent, etc.):

____Hourly_____

(a) Average hourly rate (if applicable):

____\$125.00_____

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

\$750.00

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ 4,700.00

Date claim arose: As per the several claim submissions, but over a period of time between January 1, 2018 and October 14, 2018

Nature of claim: Legal Services

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: None

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

None.

9. Name and title of individual completing this form:

Albert A. Calise, Esq., Member

Dated: December 17, 2018

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors, ¹	:
-----X	
	Chapter 11
	Case No. 18-23538 (RDD)
	(Jointly Administered)

AFFIDAVIT AND DISCLOSURE STATEMENT OF Albert A. Calise, Esq.,
ON BEHALF OF Guberman, Benson & Calise, LLC

STATE OF New Jersey)
) s.s.:
COUNTY OF Monmouth)

Albert A. Calise, Esq. duly sworn, upon his oath, deposes and says as follows:

1. I am a Member of Guberman, Benson & Calise, LLC, located at 654 Newman Springs Road, Suite F, Lincroft, New Jersey 07738 (the "Firm").
2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have

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requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the "Services").

3. The Services include, but are not limited to, the following: defense of Debtors in actions pending in the Courts and Administrative Agencies located in New Jersey and New York related to regulatory matters, including, but not limited to fire code, building code, consumer affairs, licensing, and other code/ordinances violations issues to the Debtors.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

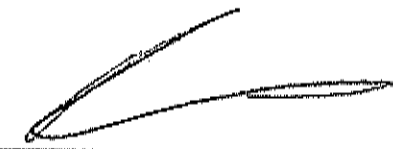
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$ 4,700.00 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 17, 2018, 2018, at Lincroft, New Jersey
07738


Affiant Name

SWORN TO AND SUBSCRIBED before
Me this 17 day of December, 2018


Notary Public

Barry Guberman
Attorney at Law
State of New Jersey